

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD\*  
CARL C. DAVIS\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE\*  
GEORGE JOHN KETO\*  
MILTON C. GRACE\*  
JAMES C. MARTIN, JR.\*

\*NOT A MEMBER OF D.C. BAR  
\*ALSO ADMITTED IN NEW YORK  
\*ALSO ADMITTED IN OHIO  
\*ALSO ADMITTED IN MARYLAND

LAW OFFICES  
**ALVORD AND ALVORD**

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

RECORDATION NO. **7858-D**

**JUL 18 1988-2 15 PM**

**INTERSTATE COMMERCE COMMISSION**

July 18, 1988

OF COUNSEL  
JESS LARSON  
JOHN L. INGOLDSBY  
URBAN A. LESTER

CABLE ADDRESS  
"ALVORD"

TELEPHONE  
AREA CODE 202  
393-2266

TELEX  
440367 A AND A

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two certified true copies of an Instrument of Appointment and Acceptance of Successor Trustee dated as of December 10, 1987, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Trust Agreement dated as of February 15, 1975, which was duly filed and recorded on March 10, 1975 under Recordation Number 7858 and supplemented under Recordation Numbers 7858-A through 7858-C.

The names and addresses of the parties to the enclosed document are:

ACF Industries, Incorporated  
3301 Rider Trail South  
Earth City, Missouri 63045

Citibank, N.A.  
399 Park Avenue  
New York, New York

Fleet National Bank  
111 Westminster Street  
Providence, Rhode Island

Also enclosed is a check in the amount of \$13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

No  
**JUL 18 1987**  
Date.....  
Fee \$ **13.00**  
ICC Washington, D. C.

ICC OFFICE OF  
THE SECRETARY  
JUL 18 2 07 PM '88  
MOTOR OPERATING UNIT

*C. J. Korman*

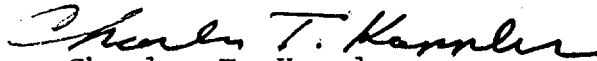
Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
July 18, 1988  
Page Two

Kindly return a stamped copy of the enclosed document to  
Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth  
Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to  
appear in the Commission's Index is:

Instrument of Appointment and Acceptance of  
Sucessor Trustee dated as of December 10, 1987  
among ACF Industries, Incorporated, Citibank, N.A.  
and Fleet National Bank with respect to substitution  
of trustee.

Very truly yours,

  
Charles T. Kappler

Enclosures

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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440367 A AND A

July 18, 1988

RECORDATION NO. 7858-A FILED 1988

**JUL 18 1988-2 15 PM**

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

**INTERSTATE COMMERCE COMMISSION**

Dear Ms. McGee:

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Very truly yours,

Charles T. Kappler

Enclosures

# Interstate Commerce Commission

Washington, D.C. 20423

7/18/88

OFFICE OF THE SECRETARY

Charles T. Kappler  
Alvord & Alvord  
918 16th St. N.W.  
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/18/88 at 2:15pm, and assigned recordation number(s). 7858-D

Sincerely yours,

*Narta R. McEue*  
Secretary

Enclosure(s)



# ACF INDUSTRIES

INCORPORATED

3301 RIDER TRAIL SOUTH, EARTH CITY, MISSOURI 63045-1393 • (314) 344-4500

RECORDATION NO. 7858-2 FILED 1236

**JUL 18 1988-2 15 PM**

**INTERSTATE COMMERCE COMMISSION**

STATE OF MISSOURI     )  
                              ) ss.  
COUNTY OF ST. LOUIS   )

I, W. Marineta Zimmerman, a Notary Public in and for said state, do certify that on July 14, 1988, I carefully compared the attached facsimile of an Instrument of Appointment and Acceptance of Successor Trustee dated December 10, 1987, with respect to an Equipment Trust Agreement Dated February 15, 1975, between Citibank, N.A., Fleet National Bank and ACF Industries, Incorporated, and the original document I now hold in my possession. This facsimile is a complete, full, true and exact copy of said original document.

*W. Marineta Zimmerman*  
Notary Public

W. MARINETA ZIMMERMAN  
NOTARY PUBLIC STATE OF MISSOURI  
ST. CHARLES COUNTY  
MY COMMISSION EXP. APR. 7, 1990  
ISSUED THRU MISSOURI NOTARY ASSOC.

My Commission Expires: \_\_\_\_\_

INSTRUMENT OF APPOINTMENT  
AND  
ACCEPTANCE OF SUCCESSOR TRUSTEE

AGREEMENT dated as of December 10, 1987 among ACF INDUSTRIES, INCORPORATED, a corporation duly organized and existing under the laws of the State of New Jersey (the "Company"), CITIBANK, N.A., a national banking association duly incorporated and existing under the laws of the United States ("Citibank"), and FLEET NATIONAL BANK, a national banking association duly organized and existing under the laws of the United States of America ("Fleet").

WHEREAS, the Company and Citibank entered into an Equipment Trust Agreement, dated as of August 1, 1982, as amended (the "Agreement"), with respect to up to \$30,000,000 of the Company's Equipment Trust Certificates, Series M (the "Certificates"), of which \$30,000,000 are presently outstanding; and WHEREAS, Section 9.09 of the Agreement provides that the Trustee may resign by giving notice of such resignation to the Company and by mailing notice of resignation to all holders of certificates; and

WHEREAS, Citibank has given written notice to the Company and the holders of certificates of its resignation as Trustee; and

WHEREAS, said Section 9.09 provides that in case the Trustee shall resign, a successor Trustee to the resigning Trustee shall promptly be appointed by the Company and the Company has duly appointed Fleet as successor Trustee; and

WHEREAS, Section 9.10 of the Agreement provides that any successor trustee appointed shall execute, acknowledge and deliver to the Company and its predecessor trustee an instrument accepting such appointment, and thereupon the resignation of the predecessor trustee shall become effective and such successor trustee, without any further act, deed or conveyance, shall become vested with all the rights, powers, duties and obligations of its predecessor thereunder;

NOW THEREFORE, KNOW ALL MEN BY THESE PRESENTS, that for and in consideration of the premises and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Company, Citibank and Fleet covenant and agree as follows:

1. The Company hereby accepts the resignation of Citibank as Trustee under the Agreement, such resignation to become effective at the close of business on the date set forth in paragraph 9 hereof (the "Effective Date").

2. Pursuant to the authority vested in the Company by Section 9.10 of the Agreement, Fleet is hereby appointed to perform in the function and capacity of successor Trustee, and effective as of the close of business on the Effective Date, to succeed to all the rights, powers, trusts, immunities and duties which Citibank now holds under and by virtue of the Agreement, with like effect as if originally named as trustee in the Agreement; from the close of business on the Effective Date and except as otherwise provided for herein, Citibank shall have no further responsibility for the exercise of the rights and powers or for the performance of the trusts and duties vested in the Trustee under the Agreement.

3. Fleet represents that it is qualified and eligible under Section 9.08 of the Agreement to accept appointment as successor Trustee.

4. Fleet hereby accepts, as of the close of business on the Effective Date, appointment as successor Trustee under the Agreement; and assumes the rights, powers, trusts, immunities and duties which Citibank now holds under and by virtue of the Agreement, upon the terms and conditions set forth therein, with like effect as if originally named as trustee under the Agreement, and hereby requests (i) Citibank to execute and deliver an instrument of transfer and (ii) the Company to execute and deliver an instrument of further assurance and confirmation.

5. Pursuant to the request of Fleet made in paragraph 4 hereof, Citibank hereby confirms, assigns, transfers, and sets over to Fleet, as successor Trustee, all rights, powers, trusts, immunities and duties which Citibank now holds under and by virtue of the Agreement, and does hereby assign, transfer and deliver to Fleet all property and money held by Citibank as Trustee under the Agreement.

6. Pursuant to the request of Fleet made in paragraph 4 hereof, the Company, for the purpose of more fully and certainly vesting in and confirming to Fleet, as successor Trustee, the rights, powers, trusts, immunities and duties vested in Citibank, as retiring Trustee, hereby vests Fleet with all the rights, powers, trusts, immunities and duties of the Trustee with like effect as if originally named as Trustee in the Agreement, and agrees upon reasonable request of Fleet to execute, acknowledge and deliver such further instruments of conveyance and further assurance and to do such other things as may be reasonably required for more fully and certainly vesting and confirming in Fleet all rights, powers, trusts, immunities and duties which Citibank now holds under and by virtue of the Agreement.

7. This instrument may be executed in any number of counterparts, all of which taken together shall constitute one and the same agreement and any of the parties hereto may execute this instrument by signing any such counterparts.



8. This instrument and the rights, powers, trusts and duties of the parties hereunder shall be governed by the laws of the State of New York, both in interpretation and performance.

9. This instrument shall be effective on December 10, 1987.

10. The Company, Fleet and Citibank each hereby acknowledge receipt of an executed and acknowledged counterpart of this instrument.

11. Unless otherwise defined, all terms used herein with initial capital letters shall have the meaning given them in the Agreement.

IN WITNESS THEREOF, Citibank has caused this instrument to be signed and acknowledged by one of its Senior Trust Officers and its corporate seal to be affixed hereto and the same to be attested by one of its Trust Officers; Fleet has caused this instrument to be executed and acknowledged by one of its Vice Presidents and its corporate seal to be affixed hereto and the same attested by one of its Trust Officers; and the Company has caused this instrument to be executed and acknowledged by one of its Vice Presidents and its corporate seal to be affixed hereto and the same attested by its Secretary or an Assistant Secretary, all as of the day and year first above written.

Citibank, N.A.

By E. G. Gilman  
Senior Trust Officer

[Seal]

James J. O'Shea  
Trust Officer

Fleet National Bank

By [Signature]  
Vice President

[Seal]

Attest:

[Seal]

Attest:

Joseph M. Kelly  
Asst. Secretary

ACP Industries, Incorporated

By James J. Vinge  
Senior Vice President Finance &  
Chief Financial Officer

STATE OF NEW YORK       )  
                                  ) s.s.:  
COUNTY OF NEW YORK     )

On the <sup>10th</sup> day of *December*, 1987 before me personally came  
~~E. SIEBACH~~ , to me known, who being by me duly sworn, did  
depose and say that he resides at 166 Governors Rd., Lakewood, N.Y. 108701  
he is a Senior Trust Officer of Citibank, N.A., one of the corpora-  
tions described in and which executed the above instrument, that he  
knows the corporate seal of said corporation; that the seal affixed  
to said instrument is such corporate seal; that it was so affixed  
by the authority of the Board of Directors of said corporation; and  
that he signed his name thereto by like authority.

*Robert F. Frier*  
Notary Public

[Seal]

ROBERT F. FRIER  
Notary Public, State of New York  
No. 31-4762385  
Qualified in New York County  
Commission Expires Jan. 31, 1989

STATE OF RHODE ISLAND )  
 ) S.S.:  
COUNTY OF PROVIDENCE )

On the 14 day of December, 1987 before me personally came Charles Kessor, to me known, who being by me duly sworn, did depose and say that he resides at Bristol, RI; that he is a vice president of Fleet National Bank, one of the corporations described in and which executed the above instrument, that he knows the corporate seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by the authority of the Board of Directors of said corporation; and that he signed his name thereto by like authority.

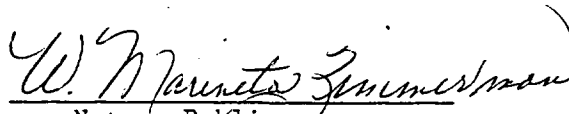
Joseph F. Lucca  
Notary Public

My Commission Expires June 30, 1991

[Seal]

STATE OF MISSOURI     )  
                              )   ss;  
COUNTY OF ST. LOUIS   )

On the 18th day of December, 1987, before me personally came J. J. Unger, to me known, who being by me duly sworn, did depose and say that he resides in Chesterfield, Missouri; that he is a Senior Vice President of ACF Industries, Incorporated, one of the corporations described in and which executed the above instrument; that he knows the corporate seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by the authority of the Board of Directors of said corporation; and that he signed his name thereto by like authority.

  
Notary Public

W. MARCETA ZIMMERMAN  
NOTARY PUBLIC STATE OF MISSOURI  
ST. CHARLES COUNTY  
MY COMMISSION EXP. APR. 7, 1990  
ISSUED THRU MISSOURI NOTARY ASSOC.

(Seal)